5 2004



SEC 1972 Potential persons who are to respond to the collection

[X] corporation

[] business trust

his form are not

(6-02)required to respond unless the form displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

FORM D

THUMSUM

NOTICE OF SALE OF SECURITIES MANCIAL PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED
	CELVED

[] other (please specify):

		1143	7347		
Name of Offering ([ ] check if this is a	an amendment	and name ha	s changed, and	d indicate change	.)
Filing Under (Check box(es) that apply): Type of Filing: [X] New Filing [] Ame	[] <u>Rule 504</u> ndment	[] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6)	[] ULOE
Ā	. BASIC IDEN	TIFICATION I	DATA	ake o southern waters at anticipal consequences and an experience of the consequence of t	
1. Enter the information requested at	oout the issuer			the color of the statement to the color of t	
Name of Issuer ([ ] check if this is an <u>Felemics, Inc.</u>			<b>T</b>	, , , , , , , , , , , , , , , , , , ,	
Address of Executive Offices (Number Area Code)	er and Street, (	City, State, Zip	Code) Teleph	one Number (Inc	luding
201 East Jefferson Street, Suite 113, L				502) 583-9052	
Address of Principal Business Opera (Including Area Code) (if different from Executive Offices)	tions (Number	and Street, C	ity, State, Zip (	Code) Telephone	Number
Brief Description of Business Designs and manufactures wi					
monitoring and control of a	ssets confi	.gurea over	large area	as.	
Type of Business Organization					

[] limited partnership, already formed

[] limited partnership, to be formed

### Month Year

Actual or Estimated Date of Incorporation or Organization:

[0][4] [0][1]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

## GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation</u> D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)						
Roussell, Scott	· · · · · · · · · · · · · · · · · · ·						
Business or Residence	ce Address (Numbe	er and Street	, City, S	State, Zip Coo	de)		
201 East Jefferson Str	•			. ,	,		
Check Box(es) that Apply:			[]	Executive Officer	[X]	Director []	General and/or Managing Partner

Full Name (Last name	e first, if individual)					Promise Control Contro
Payne, Stephen			mani geringana			
Business or Residence			City,	State, Zip Cod	de)	
562 Blankenbaker La						
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X ] Director [ ]	General and/o Managing Partner
Full Name (Last name	e first. if individual)					
Saunders, Robert	,					
Business or Residence	ce Address (Numb	er and Street,	City,	State, Zip Cod	de)	
1650 National City To	•				,	
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X ] Director [ ]	General and/or Managing Partner
Full Name (Last name	e first, if individual)	<u> </u>				
Schultz, James						
Business or Residence			City,	State, Zip Coo	le)	
115 North Neil Street,						
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)					
Bing, Steven						
Business or Residence	ce Address (Numb	er and Street,	City,	State, Zip Coo	le)	
4229 Bardstown Road	, Suite 315, Louisvi	lle, KY 40218				
Check Box(es) that Apply:	[]Promoter[]	Beneficial Owner	[]	Executive Officer	[X ] Director [ ]	General and/or Managing Partner
Full Name (Last name	e first if individual)					
Boden, Dale	o mod mannada.,					
Business or Residence	e Address (Numb	er and Street.	City,	State, Zip Coc	le)	**************************************
600 East Main Street,				, •	,	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[]	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)	00 PP 1 - 40 04, 000 040,000 07 07 07 07 07 07 07 07 07 07 07 07				maken and an arrange of the control
Open Prairie Ventures						
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Full Name (Last name Prosperitas Investmen						
Business or Residence		er and Street	City 5	State Zin Coo	e)	
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Total (for filings under Rule 504 only)		\$_	
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to			
date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
	_	Do	ollar Amount
Type of offering Rule 505	Type of Secur	ity So	
Regulation A			
Rule 504 Total		\$_ \$	, t
			-
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering.			
Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future			
contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
		r 1	
Transfer Agent's Fees		[]  \$ []  \$	
Legal Fees		[X] \$7,50 [] \$	
Engineering Fees		[] \$	
Sales Commissions (specify finders' fees separately)  Other Expenses (identify)		[]	
Total		[X] \$7,50	0.00
b. Enter the difference between the aggregate offering price giver to Part C - Question 1 and total expenses furnished in response t Question 4.a. This difference is the "adjusted gross proceeds to t	o Part C -	\$140,	645.00
5. Indicate below the amount of the adjusted gross proceeds to the used or proposed to be used for each of the purposes shown. If the for any purpose is not known, furnish an estimate and check the leading to the control of the purpose is not known, furnish an estimate and check the leading to the control of the adjusted gross proceeds to the used or proposed to the purpose shown.	he amount box to the		
left of the estimate. The total of the payments listed must equal the gross proceeds to the issuer set forth in response to Part C - Que above.			
		ments to	
	Dire	icers, ectors, &	Payments To
	Affi []	liates	Others
Salaries and fees	\$		[]\$
Purchase of real estate	[]		[]\$

above. Payments to Officers. Directors, & Payments To Affiliates Others [] Salaries and fees []\$ Purchase of real estate ..... []\$\_\_\_\_\_ \$\_ Purchase, rental or leasing and installation of machinery []\$\_\_\_\_\_ and equipment ..... Construction or leasing of plant buildings and facilities...... [] []\$\_\_\_\_\_ Acquisition of other businesses (including the value of securities involved in this offering that may be used in [] []\$\_\_\_\_\_ exchange for the assets or securities of another issuer pursuant to a merger) ..... [] Repayment of indebtedness ..... []\$\_\_\_\_\_ Working capital ..... [X]\$140,645.00 Other (specify): []\$\_\_\_\_ []\$\_\_\_\_\_ Column Totals ..... [X]\$140,645.00 Total Payments Listed (column totals added) ...... [X] \$140,645.00 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Telemics, Inc. Title of Signer (Print or Type) Name of Signer (Print or Type) Chief Executive Officer Scott Roussell ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

gross proceeds to the issuer set forth in response to Part C - Question 4.b

#### **E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes []	No [X]
((((())))))))))))))))))))))))))))))))))		

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Telemics, Inc.</b>	Signature Date
Name of Signer (Print or Type)	Title (Print or Type)
Scott Roussell	Chief Executive Officer

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1	Intend to s to non-acc investors i (Part B-Ite	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of inve amount purc (Part C-Item	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Number of Non- Accredited Investors Amount Accredited Amount				Yes	No
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